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Securities Code: 4739
June 4, 2015

To Shareholders with Voting Rights

Satoshi Kikuchi, President & CEO
ITOCHU Techno-Solutions Corporation
3-2-5, Kasumigaseki, Chiyoda-ku, Tokyo

Notice of the 36th Fiscal Year Annual General Meeting of Shareholders

You are cordially invited to attend the 36th Fiscal Year Annual General Meeting of Shareholders (the “Meeting”) of ITOCHU Techno-Solutions Corporation (the “Company”) to be held as described below.

If you are unable to attend the Meeting, you can exercise your voting rights in either of the following ways. Please review the “Reference Materials for the Meeting” to be hereinafter described (pp.4-12) and exercise your voting rights by no later than 5:30 p.m., Monday, June 22, 2015, Japan time.

[Exercising voting rights via mail]

Please indicate your vote for or against the proposals on the Voting Rights Exercise Form enclosed herewith, and return it so that it will be received by no later than the above deadline.

[Exercising voting rights via the Internet]

Please visit the voting website using PC or other devices and enter your vote for or against the proposals by no later than the above deadline. For more details about the voting website and how to exercise voting rights, please refer to [Guide to Exercising Voting Rights via the Internet] on page 3.

1. Date and time: 10:00 a.m., Tuesday, June 23, 2015, Japan time
2. Place: Nadao Hall, Shin-Kasumigaseki Building
3-3-2, Kasumigaseki, Chiyoda-ku, Tokyo
3. Meeting agenda:
Matters to be Reported:
 1. Contents of the Business Report, Consolidated Financial Statements for the 36th Fiscal Year (from April 1, 2014 to March 31, 2015) and the report of audit results by the Accounting Auditor and the Board of Corporate Auditors of the Consolidated Financial Statements.
 2. Contents of the Non-consolidated Financial Statements for the 36th Fiscal Year (from April 1, 2014 to March 31, 2015).

Matters to be Resolved:

- Proposal 1:** Appropriation of surplus
- Proposal 2:** Partial amendments to the Articles of Incorporation
- Proposal 3:** Election of nine (9) Directors
- Proposal 4:** Election of one (1) Substitute Corporate Auditor

4. Other matters related to convocation of the Meeting

(1) Exercising voting rights by proxy

When voting rights are to be exercised by proxy, please present a written certificate of proxy along with the relevant shareholder’s Voting Rights Exercise Form at the reception desk of the meeting place. Please note that only a single other shareholder with voting rights of the Company can be designated as a proxy.

(2) Diverse exercise of voting rights

If you wish to make a diverse exercise of your voting rights, please notify the Company of such intention and reasons in writing at least three days prior to the date of the Meeting.

When attending the Meeting, please present the enclosed Voting Rights Exercise Form at the reception desk of the meeting place.

Notes:

1. Of documents which shall be provided, the following are presented in the Company's website on the Internet (stated below) pursuant to the laws and regulations and Article 16 of the Company's Articles of Incorporation, and thus not included in the documents provided with this notice of convocation of the Meeting.

Notes to Consolidated Financial Statements

Notes to Non-consolidated Financial Statements

The Consolidated and Non-consolidated Financial Statements audited by the Corporate Auditors and the Accounting Auditor include the documents attached to this notice of convocation of the Meeting as well as the Notes to Consolidated and Non-consolidated Financial Statements presented in the Company's website (stated below).

2. The Company will promptly post any revisions made to the Reference Materials for the Meeting and the attachments on its website (stated below).

<http://www.ctc-g.co.jp/ir/>

[Guide to Exercising Voting Rights via the Internet]

1. Exercising voting rights via the Internet

- (1) You can exercise your voting rights on the Company's designated "voting website" (see URL below) using PC or mobile phone, instead of exercising your voting rights in writing. If you wish to do so, please log in to the website with the voting rights exercise code and password printed in the right side of the enclosed Voting Rights Exercise Form, and follow the instructions on the screen to enter your vote. For security reasons, you will have to change the password when you log in for the first time.

<http://www.it-soukai.com/>

[For mobile phones]
QR code



- (2) Deadline for exercising voting rights is 5:30 p.m., Monday, June 22, 2015, Japan time, and you are required to finish entering your vote by then. Your exercise at the earliest opportunity is advised.
- (3) If you exercise your voting rights both in writing and via the Internet, the vote through the Internet shall be effective. If you exercise your voting rights more than once, the last exercise shall be deemed as effective.
- (4) The password (including one changed by you) is valid only for the Meeting. A new password will be issued for the next General Meeting of Shareholders.
- (5) Any fees related to internet connection will be at your own expense.

(Important notes)

- The password is a means to identify a shareholder who casts his/her votes. The Company will not ask your password.
- The password will be locked and disabled when inputted incorrectly a certain number of times. Please follow the instructions on the screen in such a case.
- The voting website has been tested and validated by general internet access devices but still may fail in some cases, depending on the device.

2. Contact information

For inquiries, please contact the administrator of shareholder registry, Stock Transfer Agency Department, Mizuho Trust & Banking Co., Ltd. at the following numbers.

- (1) For technical support on the voting website:
0120-768-524 (Toll free/Weekdays 9:00 – 21:00)
- (2) For any other inquiries on stock administration:
0120-288-324 (Toll free/Weekdays 9:00 – 17:00)

(Reference)

With regard to institutional investors, they may use the Electronic Voting Platform for Institutional Investors operated by ICJ, Inc.

Reference Materials for the General Meeting of Shareholders

Proposals and References

Proposal 1: Appropriation of surplus

The Company proposes the following for the appropriation of surplus:

Matters related to year-end dividend

The Company recognizes return of profits to shareholders as one of the most important issues facing management, and its basic policy is to ensure stable dividend payments in accordance with business performance and to enhance dividend scale with consideration of the balance of internal reserves.

The Company proposes the following year-end dividend based on the basic policy, an increase of ¥7.50 per share compared to the previous year, to show our appreciation to shareholders for their continued support:

(1) Type of property for dividend

Cash

(2) Allotment of property for dividend to shareholders and the total amount thereof

¥62.50 per share of the Company's common stock, ¥3,613,014,188 in total amount

Combined with the interim dividend of ¥57.50 per share distributed on December 5, 2014, the annual dividend for the current fiscal year will be increased by ¥10 compared to the previous year to ¥120 per share.

(3) Effective date for the dividend from surplus

June 24, 2015

Proposal 2: Partial amendments to the Articles of Incorporation

1. Reasons for the amendments

- (1) With the intent of improving the dispersal of information and streamlining public notice procedures, the Company proposes to modify the Company’s method of public notice as stipulated in Article 5 (Method of Public Notice) of the current Articles of Incorporation to electronic public notice, as well as to define the method of public notice in the event that public notice cannot be provided by electronic public notice due to unavoidable causes.
- (2) Due to the promulgation of the “Act for Partial Revision of the Companies Act” (Act No. 90 of 2014) on May 1, 2015, the scope of corporate officers with which liability limitation agreements may be entered into has changed. With regard to Directors who are not involved in the execution of business and Corporate Auditors who are not Outside Corporate Auditors who are newly eligible for liability limitation agreements, in order that they may fully perform their expected responsibilities, the Company proposes amendments to the stipulations in Article 25 (Limitation of Liabilities of Outside Directors) and Article 32 (Limitation of Liabilities of Outside Corporate Auditors) of the current Articles of Incorporation. With regard to proposed amendments to Article 25 of the Articles of Incorporation, the Company has received consent from each Corporate Auditor.

2. Contents of the amendments

A comparison between the current Articles of Incorporation and the proposed changes is shown below.

(Proposed amendments are underlined)

| Current Articles of Incorporation | Proposed Amendments |
|---|--|
| <p>(Method of Public Notice) Article 5 The Company’s method of public notification will be by publication in the Nihon Keizai Shimbun.</p> | <p>(Method of Public Notice) Article 5 The Company’s method of public notification will be by <u>electronic public notice</u>. However, in the event that <u>public notice cannot be provided by electronic public notice due to unavoidable causes</u>, it will be by publication in the Nihon Keizai Shimbun.</p> |
| <p>(Limitation of Liabilities of Outside Directors) Article 25 In accordance with the provisions of Article 427, Paragraph 1 of the Companies Act, the Company may enter into an agreement with <u>outside Directors</u> concerning limitation of liability, as provided for in Article 423, Paragraph 1 of the said Act, provided that the maximum amount of their liabilities under such agreement will be governed by laws and regulations.</p> | <p>(Liability Limitation Agreements of Directors) Article 25 In accordance with the provisions of Article 427, Paragraph 1 of the Companies Act, the Company may enter into an agreement with <u>Directors (excluding executive Directors, etc.)</u> concerning limitation of liability, as provided for in Article 423, Paragraph 1 of the said Act, provided that the maximum amount of their liabilities under such agreement will be governed by laws and regulations.</p> |
| <p>(Limitation of Liabilities of Outside Corporate Auditors) Article 32 In accordance with the provisions of Article 427, Paragraph 1 of the Companies Act, the Company may enter into an agreement with <u>outside Corporate Auditors</u> concerning limitation of liability as provided for in Article 423, Paragraph 1 of the said Act, provided that the maximum amount of their liabilities under such agreement will be governed by laws and regulations.</p> | <p>(Liability Limitation Agreements of Corporate Auditors) Article 32 In accordance with the provisions of Article 427, Paragraph 1 of the Companies Act, the Company may enter into an agreement with <u>Corporate Auditors</u> concerning limitation of liability as provided for in Article 423, Paragraph 1 of the said Act, provided that the maximum amount of their liabilities under such agreement will be governed by laws and regulations.</p> |

Proposal 3: Election of nine (9) Directors

As the terms of office of all the nine (9) Directors will expire at the conclusion of the Meeting, the Company proposes the election of nine (9) Directors.

The candidates for Directors are described below.

Candidates for Directors

| No. | Name (Date of birth) | Brief personal history, position, responsibilities and status of significant concurrent position(s) | Number of the Company's shares held |
|-----|---|---|-------------------------------------|
| 1 | Satoshi Kikuchi (December 29, 1952) (For reappointment) | April 1976 Joined ITOCHU Corporation June 2006 Executive Officer, ITOCHU Corporation April 2008 Managing Executive Officer, ITOCHU Corporation June 2008 Representative Director and Managing Director, ITOCHU Corporation April 2010 Representative Director and Managing Executive Officer, ITOCHU Corporation June 2012 President & CEO of the Company (current position) | 4,900 |
| 2 | Toru Matsushima (April 16, 1955) (For reappointment) | April 1979 Joined ITOCHU Corporation June 2006 Executive Officer, ITOCHU Corporation April 2009 Managing Executive Officer, ITOCHU Corporation April 2010 President, Machinery Company, ITOCHU Corporation June 2010 Representative Director and Managing Executive Officer, ITOCHU Corporation April 2011 President, ICT & Machinery Company, ITOCHU Corporation April 2012 CAO and CCO, ITOCHU Corporation April 2013 CAO, ITOCHU Corporation April 2014 Senior Managing Executive Officer and CSO of the Company June 2014 Director of the Company (current position) April 2015 Executive Vice President (EVP) and CAO, COO, Global Business Development and CCO of the Company (current position) Chairman & Director, CTC GLOBAL SDN. BHD. (current position) Chairman & Director, CTC GLOBAL PTE. LTD. (current position) June 2015 CFO of the Company (current position) | 500 |

| No. | Name (Date of birth) | Brief personal history, position, responsibilities and status of significant concurrent position(s) | Number of the Company's shares held |
|-----|---|--|-------------------------------------|
| 3 | Masaaki Matsuzawa (November 23, 1954) (For reappointment) | <p>April 1978 Joined C.ITOH DataSystems Co., Ltd.</p> <p>October 1989 Transferred to the Company</p> <p>April 2002 General Manager, Telecom Systems Sales Division No.2 of the Company</p> <p>June 2002 Executive Officer of the Company</p> <p>April 2005 Assistant to COO, Telecommunication Systems Group of the Company</p> <p>April 2007 Managing Executive Officer and COO, Datacenter Group of the Company</p> <p>June 2009 Director of the Company (current position)</p> <p>April 2011 COO, Telecommunication Systems Group of the Company (current position)</p> <p>April 2013 Officer responsible for Telecommunication Systems Group and Financial & Public Systems Group of the Company (current position)</p> <p>April 2015 Senior Managing Executive Officer of the Company (current position)</p> | 6,300 |
| 4 | Shigemitsu Takatori (June 10, 1955) (For reappointment) | <p>April 1980 Joined ITOCHU Corporation</p> <p>June 1998 Corporate Auditor of the Company</p> <p>June 2002 Director of the Company</p> <p>April 2005 Deputy Chief Operating Officer, IT & Business Solutions Division, ITOCHU Corporation</p> <p>June 2005 Director of the Company</p> <p>April 2006 Chief Operating Officer, IT & Business Solutions Division, ITOCHU Corporation</p> <p>April 2007 Executive Officer, ITOCHU Corporation</p> <p>May 2009 Managing Executive Officer (current position) and General Manager, Distribution Systems Division No.4 of the Company</p> <p>April 2010 COO, Distribution Systems Group No.2 of the Company</p> <p>April 2011 COO, Distribution Systems Group of the Company</p> <p>June 2011 Director of the Company (current position)</p> <p>April 2013 Officer responsible for Enterprise Systems Group and Distribution Systems Group, COO, Enterprise Systems Group of the Company (current position)</p> <p>April 2014 Director, CTCSP Corporation (current position) Director, CTC Life Science Corporation (current position)</p> <p>April 2015 COO, Innovation and R&D of the Company (current position)</p> | 1,900 |

| No. | Name (Date of birth) | Brief personal history, position, responsibilities and status of significant concurrent position(s) | Number of the Company's shares held |
|-----|---|--|---|
| 5 | Takahiro Susaki (September 8, 1956) (For reappointment) | <p>April 1979 Joined ITOCHU Corporation</p> <p>April 2004 Deputy Chief Operating Officer, IT & Business Solutions Division, ITOCHU Corporation</p> <p>June 2004 Director of the Company</p> <p>April 2005 General Manager, Partner Distribution Division of the Company</p> <p>June 2005 Executive Officer of the Company</p> <p>April 2007 General Manager, Distribution Systems Division No.2 of the Company</p> <p>April 2008 General Manager, Distribution Systems Division No.4 of the Company</p> <p>April 2009 Executive Officer and Chief Operating Officer, ICT & Media Division, ITOCHU Corporation</p> <p>June 2009 Director of the Company (current position)</p> <p>April 2011 Chief Operating Officer, Information & Communication Technology Division, ITOCHU Corporation</p> <p>April 2012 Managing Executive Officer (current position) and COO, IT Support Services Group of the Company</p> <p>April 2013 COO, Financial & Public Systems Group of the Company (current position)</p> <p>January 2015 COO, Regional Business Development of the Company (current position)</p> | 1,900 |

| No. | Name (Date of birth) | Brief personal history, position, responsibilities and status of significant concurrent position(s) | Number of the Company's shares held |
|-----|--|---|---|
| 6 | Tadataka Okubo (July 20, 1956) (For reappointment) | <p>January 1981 Joined C.ITOH DataSystems Co., Ltd.</p> <p>October 1989 Transferred to the Company</p> <p>June 1996 Director, CTC FINANCIAL ENGINEERING Corporation</p> <p>April 1999 Director & Senior Vice President, CTC FINANCIAL ENGINEERING Corporation</p> <p>April 2000 Director & Executive Senior Vice President, CTC FINANCIAL ENGINEERING Corporation</p> <p>April 2001 General Manager, Sun Strategic Sales & Development Division of the Company</p> <p>April 2002 General Manager, Sales & Development Division of the Company</p> <p>June 2002 Executive Officer of the Company</p> <p>April 2003 General Manager, Enterprise Systems Promotion Division of the Company</p> <p>January 2004 COO, Information Management of the Company</p> <p>April 2004 COO, Information Systems/BPR and CIO of the Company</p> <p>April 2007 Deputy COO, Financial Systems Group of the Company</p> <p>April 2011 Managing Executive Officer of the Company (current position)</p> <p>April 2013 COO, Cross Function Group and CTO of the Company</p> <p>April 2014 Director of CTCSP Corporation</p> <p>April 2014 COO, IT Services Business Group and CTO of the Company (current position)</p> <p>April 2014 Director, CTC TECHNOLOGY Corporation (current position)</p> <p>June 2014 Director of the Company (current position)</p> <p>April 2015 Director, CTC System Management Corporation (current position)</p> | 4,600 |

| No. | Name (Date of birth) | Brief personal history, position, responsibilities and status of significant concurrent position(s) | Number of the Company's shares held |
|-----|---|--|-------------------------------------|
| 7 | Makiko Nakamori (August 18, 1963) (For reappointment) | <p>April 1987 Joined NIPPON TELEGRAPH AND TELEPHONE CORPORATION</p> <p>October 1991 Joined Asahi & Co. (current KPMG AZSA LLC)</p> <p>April 1996 July 1997 Registered as certified public accountant Director, Nakamori CPA Offices (current position)</p> <p>August 2000 Corporate Auditor, Oracle Corporation Japan</p> <p>December 2006 Corporate Auditor, istyle Inc. (current position)</p> <p>August 2008 Director, Oracle Corporation Japan</p> <p>March 2010 Corporate Auditor, GLOBAL-DINING, INC.</p> <p>September 2011 Corporate Auditor, THE JADE GROUP K.K. (current LOCONDO, Inc) (current position)</p> <p>December 2011 Corporate Auditor, M&A Capital Partners Co., Ltd. (current position)</p> <p>June 2013 Director of the Company (current position) Corporate Auditor, NEXT Co., Ltd. (current position)</p> | 0 |
| 8 | Toshio Obi (October 1, 1947) (For reappointment) | <p>July 1973 Program planner, UN Development Programme</p> <p>January 1977 Senior researcher in the Center of Japanese Economy and Business at Columbia University</p> <p>April 1980 Adviser, Communications and Information Network Association of Japan (current position)</p> <p>April 1988 Executive adviser to Japanese Minister of Labor</p> <p>April 2001 Professor, Waseda University (current position)</p> <p>April 2002 Director, Institute of e-Government, Waseda University (current position)</p> <p>May 2004 Director, APEC e-Government Research Center (current position)</p> <p>May 2006 Chair, National e-Government Promotion Council, Ministry of Internal Affairs and Communications (current position)</p> <p>September 2008 President, International Academy of CIO (current position)</p> <p>August 2009 Member, Evaluation and Expert Research Committee for IT Strategic Headquarters, Cabinet Office</p> <p>January 2011 Adviser to Secretary General of ITU</p> <p>January 2012 Vice Chairman, ICT Super-Aging Society Design Council, Ministry of Internal Affairs and Communications</p> <p>June 2014 Director of the Company (current position)</p> | 0 |

| No. | Name (Date of birth) | Brief personal history, position, responsibilities and status of significant concurrent position(s) | Number of the Company's shares held |
|-----|---|--|-------------------------------------|
| 9 | Shunsuke Noda (May 7, 1962) (For reappointment) | <p>April 1987 Joined ITOCHU Corporation</p> <p>November 2000 General Manager, Net Venture Development Office, IT & Business Solutions Division, ITOCHU Corporation</p> <p>May 2002 Director, Excite Japan Co., Ltd. (current position)</p> <p>April 2003 Director, ITOCHU ELECTRONICS CORP. (current ITOCHU INTERACTIVE CORPORATION)</p> <p>April 2006 General Manager, Business Solutions Department, ITOCHU Corporation</p> <p>June 2008 President & Representative Director, Excite Japan Co., Ltd.</p> <p>April 2012 Chief Operating Officer, ICT, Insurance & Logistics Division, ITOCHU Corporation</p> <p>June 2012 Director of the Company (current position) Director, ITOCHU LOGISTICS CORP. (current position)</p> <p>September 2014 Director, ITOCHU Fuji Partners, Inc. (current position)</p> <p>October 2014 Director, BELLSYSTEM24 Holdings, Inc. (current position)</p> <p>April 2015 Chief Operating Officer, ICT Division, ITOCHU Corporation (current position)</p> | 0 |

Notes:

1. There are no special interests between the candidates and the Company.
2. The Company has reported to the Tokyo Stock Exchange, Inc., Ms. Makiko Nakamori and Mr. Toshio Obi, who are candidates for outside director, as independent officers with no potential conflicts of interest with general shareholders as required by the aforementioned Exchange.
3. The name of Mr. Toshio Obi recorded in the family register is Toshio Nakamura.
4. Ms. Makiko Nakamori and Mr. Toshio Obi have entered into a liability limitation agreement with the Company under Article 423, Paragraph 1 of the Companies Act, whereby liability for damage based on the agreement is limited to the amount stipulated by laws and regulations. When their reappointment is approved, they will renew the liability limitation agreement with the Company. When Mr. Shunsuke Noda's reappointment is approved, he will newly enter into the liability limitation agreement with the Company in the same content as above. However, such arrangement is subject to the approval of Proposal 2. Partial amendments to the Articles of Incorporation.
5. The following are special notes on candidates for outside director:
 - (1) Reasons for appointment
 - 1) Ms. Makiko Nakamori does not have experience of being directly engaged in corporate management except serving as an outside director or an outside corporate auditor, yet we believe that she is qualified for the Company's outside director as her financial and accounting expertise and extensive experience as a certified public accountant can contribute to the management of the Company. Thus, the Company proposes her appointment.
 - 2) Mr. Toshio Obi does not have experience of being directly engaged in corporate management except serving as an outside director or an outside corporate auditor, yet we believe that he is qualified for the Company's outside director for his deep insight in information systems and extensive experience as a university professor. Thus, the Company proposes his appointment.
 - (2) Number of years serving as the Company's outside director
As at the conclusion of the Meeting, Ms. Makiko Nakamori and Mr. Toshio Obi will have been in office of the Company's outside director for two years and one year, respectively.

Proposal 4: Election of one (1) Substitute Corporate Auditor

To prepare for the event where the number of Corporate Auditors falls below the number defined by laws and regulations, the Company proposes the election of one (1) substitute Corporate Auditor as a substitute for outside Corporate Auditor.

With regard to the submission of this proposal, the Company has received approval from the Board of Corporate Auditors.

The candidate for substitute Corporate Auditor is described below.

Candidate for Substitute Corporate Auditor

| Name (Date of birth) | Brief personal history, position and status of significant concurrent position(s) | Number of the Company's shares held |
|---|---|---|
| Seiji Tanimoto (July 9, 1970) (Newly appointed) | April 1999 Registered as an attorney (Daini Tokyo Bar Association) Joined Hibiya Sogo Law Office | 0 |

Notes:

1. There are no special interests between the candidate and the Company.
2. Mr. Seiji Tanimoto is a candidate for substitute outside corporate auditor.
In the event that he is appointed as outside corporate auditor, the Company plans to report him as an independent officer to the Tokyo Stock Exchange, Inc. as defined by the aforementioned Exchange.
3. In the event that Mr. Seiji Tanimoto is appointed as outside corporate auditor, the Company plans to enter into a liability limitation agreement with him under Article 423, Paragraph 1 of the Companies Act, whereby liability for damage based on the agreement is limited to the amount stipulated by laws and regulations.
4. The following are special notes on the candidate for substitute outside corporate auditor:
Reasons for appointment
Mr. Seiji Tanimoto does not have experience of being directly engaged in corporate management, yet we believe that he will appropriately carry out responsibilities as an outside corporate auditor due to his abundant experience as an attorney and extensive insight in corporate law. Thus, the Company proposes his appointment.